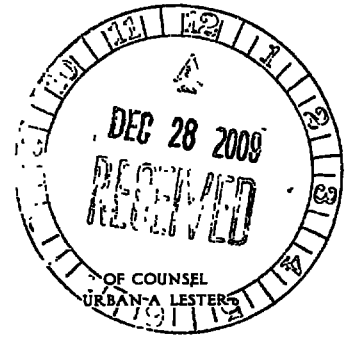


ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)



December 23, 2009

RECORDATION NO. 28107 FILED

DEC 23 '09 -10 30 AM

SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Master Service Contract C-7339, Rider 5

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

Lessee: Omya, Incorporated
39 Main Street
Proctor, VT 05765

Section Chief
December 23, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

74 railcars within the series SHPX 206001 - SHPX 206075 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC and Shippers Third LLC, all with respect to Omya, Incorporated, a Vermont Corporation, ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract C-7339, rider 5, dated as of 6/10/08 (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX.

RECORDATION NO. 28107 FILED

DEC 23 '09 -10 30 AM

SURFACE TRANSPORTATION BOARD

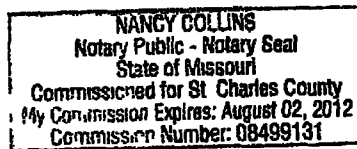
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Umesh Choksi*
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 16th day of Dec, 2009 before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Omya, Inc.

Contract C-7339 rider 5

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
74			
	Tank	SHPX	206001
	Tank	SHPX	206002
	Tank	SHPX	206003
	Tank	SHPX	206004
	Tank	SHPX	206006
	Tank	SHPX	206007
	Tank	SHPX	206008
	Tank	SHPX	206009
	Tank	SHPX	206010
	Tank	SHPX	206011
	Tank	SHPX	206012
	Tank	SHPX	206013
	Tank	SHPX	206014
	Tank	SHPX	206015
	Tank	SHPX	206016
	Tank	SHPX	206017
	Tank	SHPX	206018
	Tank	SHPX	206019
	Tank	SHPX	206020
	Tank	SHPX	206021
	Tank	SHPX	206022
	Tank	SHPX	206023
	Tank	SHPX	206024
	Tank	SHPX	206025
	Tank	SHPX	206026
	Tank	SHPX	206027
	Tank	SHPX	206028
	Tank	SHPX	206029
	Tank	SHPX	206030
	Tank	SHPX	206031
	Tank	SHPX	206032
	Tank	SHPX	206033
	Tank	SHPX	206034

Schedule A

Equipment

Omya, Inc.

Contract C-7339 rider 5

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
74			
	Tank	SHPX	206035
	Tank	SHPX	206036
	Tank	SHPX	206037
	Tank	SHPX	206038
	Tank	SHPX	206039
	Tank	SHPX	206040
	Tank	SHPX	206041
	Tank	SHPX	206042
	Tank	SHPX	206043
	Tank	SHPX	206044
	Tank	SHPX	206045
	Tank	SHPX	206046
	Tank	SHPX	206047
	Tank	SHPX	206048
	Tank	SHPX	206049
	Tank	SHPX	206050
	Tank	SHPX	206051
	Tank	SHPX	206052
	Tank	SHPX	206053
	Tank	SHPX	206054
	Tank	SHPX	206055
	Tank	SHPX	206056
	Tank	SHPX	206057
	Tank	SHPX	206058
	Tank	SHPX	206059
	Tank	SHPX	206060
	Tank	SHPX	206061
	Tank	SHPX	206062
	Tank	SHPX	206063
	Tank	SHPX	206064
	Tank	SHPX	206065
	Tank	SHPX	206066
	Tank	SHPX	206067

Schedule A

Equipment

Omya, Inc.

Contract C-7339 rder 5

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
74			
	Tank	SHPX	206068
	Tank	SHPX	206069
	Tank	SHPX	206070
	Tank	SHPX	206071
	Tank	SHPX	206072
	Tank	SHPX	206073
	Tank	SHPX	206074
	Tank	SHPX	206075

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

12/23/09



Robert W. Alvord